

RECORDATION NO. 25939-L
FILED

MAR 20 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 20, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of March 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption of Lease Agreement previously filed with the Board under Recordation Number 25939.

The names and addresses of the parties to the enclosed document are:

Assignor: Cypress Covered Hoppers LLC
Bayside Plaza,
88 The Embarcadero, Suite 420
San Francisco, CA 94105

Assignee: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

Mr. Vernon A. Williams
March 20, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 covered hopper railcars: IOCR 12329 and IOCR 12334.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 20 '07

-2 3 0 PM

MEMORANDUM OF ASSIGNMENT OF LEASE

As of March 20, 2007

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT is intended to evidence the assignment by CYPRESS COVERED HOPPERS LLC, a California limited liability company ("Assignor"), to and assumption by COMPASS RAIL VI CORPORATION, a California corporation ("Assignee"), of the lease of railroad equipment specified on Schedule 1 hereto (the "Lease") covering the cars specified on Schedule 1 hereto (the "Cars"). The Cars are leased to the lessee specified on Schedule 1 hereto (the "Lessee"). The assignment and assumption is effective as of the date specified above.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

Cypress Covered Hoppers LLC, by its Manager Cypress Equipment Management Corporation III

By:

Name:

Title:

State of California)

County of San Francisco)

SEE ATTACHED ACKNOWLEDGMENT

On this ___ day of March, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn says that such person is _____ of Cypress Equipment Management Corporation III, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires _____

ASSIGNEE:

Compass Rail VI Corporation

By:

Name:

Title:

State of California)

County of San Francisco)

On this ___ day of March, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn says that such person is _____ of Compass Rail VI Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

SS.

On MARCH 9, 2007 before me, ILENE SAGALL, NOTARY PUBLIC

Date

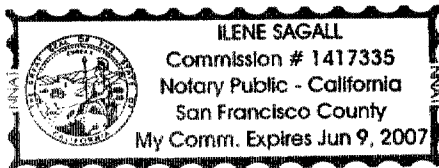
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared STEPHEN R. HARWOOD

Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Place Notary Seal Above

Ilene Sagall
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Assignment of Real Estate

Document Date: _____ Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

Cypress Covered Hoppers LLC, by its Manager Cypress Equipment Management Corporation III

By: _____
Name: _____
Title: _____

State of California)
County of San Francisco)

On this ____ day of March, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn says that such person is _____ of Cypress Equipment Management Corporation III, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
My commission expires _____

ASSIGNEE:

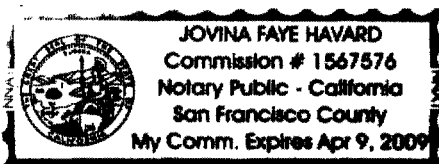
Compass Rail VI Corporation

By: Ben J. Assaf
Name: Ben J. Assaf
Title: Executive Vice President

State of California)
County of San Francisco)

On this 6th day of March, 2007, before me personally appeared Ben J. Assaf, to me personally known, who being by me duly sworn says that such person is E.V.P. of Compass Rail VI Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jovina F. Hayward
Notary Public
My commission expires 4-9-09



SCHEDULE 1
to Memorandum of Lease Assignment:

The Cars: Two (2) 4,750 c.f. covered hopper cars

Car Count	Car Mark	Car Number
1	IOCR	12329
2	IOCR	12334

The Lease:

- AGREEMENT FOR RAILROAD CARS DATED AS OF DECEMBER 1, 1988 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND INDIANA AND OHIO CENTRAL RAILROAD, AS LESSEE [PLM # 8905-01]
- News release: RailAmerica acquisition of RailTex, Inc. dated as of February 4, 2000
- Notice of Request for Exemption of acquisition of Indiana & Ohio Railroad Corp. by RailTex, Inc. dated as of June 21, 1996
- Rider 1 to Lease and Certificate of Acceptance dated as of December 9, 1988
- Renewal Agreement to Rider 1 dated as of October 24, 1989
- Amendment and Renewal Agreement to Rider 1 dated as of November 27, 1990
- Renewal Agreement to Rider 1 dated as of December 1, 1992
- Renewal Agreement to Rider 1 dated as of August 23, 1994
- Renewal Agreement to Rider 1 dated as of December 30, 1997
- Renewal Agreement to Rider 1 dated as of March 26, 2001
- Amendment and Renewal Agreement to Rider 1 dated as of March 25, 2004

As the same relate to the above-referenced railcars.

The Lessee: RailTex, Inc.